

ITEM 7 – Action
September 21, 2022

TPB Bylaws Update

Action: Adopt Resolution R2-2023 to approve amendments to the TPB Bylaws.

Background: The TPB Bylaws will be updated to reflect the Board’s interest in continuing to offer virtual participation for future meetings.

Package 1: Resolution R2-2023 with TPB Bylaws

Package 2: Background Memo

NATIONAL CAPITAL REGION TRANSPORTATION PLANNING BOARD
777 North Capitol Street, N.E.
Washington, D.C. 20002

**RESOLUTION TO AMEND THE TPB BYLAWS
TO SPECIFY VIRTUAL MEETING PROVISIONS**

WHEREAS, the National Capital Region Transportation Planning Board (TPB), which is the metropolitan planning organization (MPO) for the Washington Region, has the responsibility under the provisions of the Fixing America's Surface Transportation (FAST) Act for developing and carrying out a continuing, cooperative and comprehensive transportation planning process for the Metropolitan Area; and

WHEREAS, the TPB is governed by its Bylaws which, as last amended on April 15, 2020, provide for the operation and framework for the TPB while defining its Functions; Relationship with the Metropolitan Washington Council of Governments; Membership and Terms; Time and Place of Meeting; Officers; Quorum and Voting Procedures; Committees; Staff; Public Participation and process for the Amendments of Bylaws; and

WHEREAS, the TPB Bylaws were last amended in April 2020 to provide provisions to hold a virtual (wholly electronic) board meeting for the participation of its Board members or their alternates during a public health emergency; and

WHEREAS, the Board desires to expand and provide provisions that would define the circumstances under which virtual meetings and virtual participation can occur; and

WHEREAS, the Bylaws were also reviewed and updated to reflect current laws and practices, and minor editorial revisions were included; and

WHEREAS, on July 20, 2022, the TPB reviewed and gave public notice of proposed amendments to its Bylaws that would provide for a virtual meeting provision.

NOW, THEREFORE, BE IT RESOLVED THAT the National Capital Region Transportation Planning Board amends the TPB Bylaws to reflect the changes as described and adopts the attached Bylaws as amended September 21, 2022.

BYLAWS OF THE NATIONAL CAPITAL REGION TRANSPORTATION PLANNING BOARD

As Amended September 21, 2022



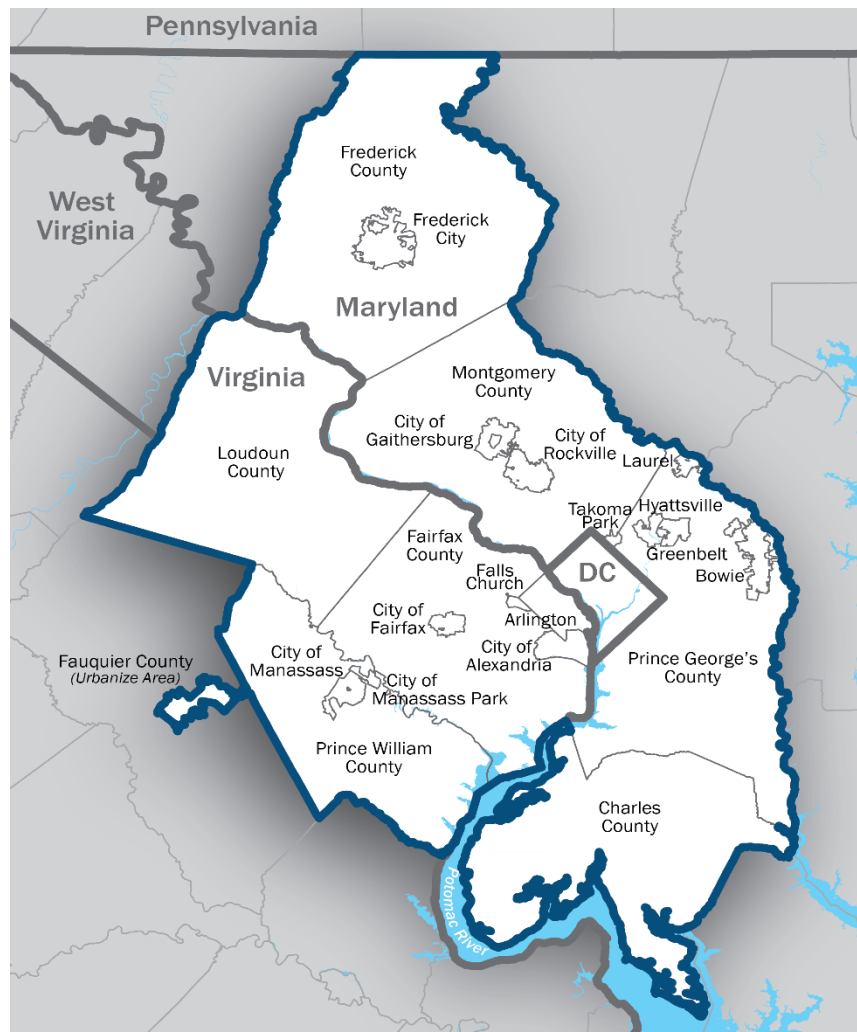
National Capital Region
Transportation Planning Board

I. FUNCTIONS

The National Capital Region Transportation Planning Board (TPB) is the federally designated metropolitan planning organization (MPO) for metropolitan Washington. The TPB is responsible for developing and carrying out a continuing, cooperative, and comprehensive transportation planning process in the metropolitan area.

Consistent with federal law, 23 USC § 134 and 49 USC § 5303 et seq., the TPB was designated as the MPO by the Governors of the State of Maryland, the Commonwealth of Virginia, and the Mayor of the District of Columbia with the agreement of units of general purpose local government that together represented at least 75 percent of the affected population (including the largest incorporated city [based on population] as determined by the Bureau of the Census) in accordance with procedures established by applicable State or local law. Consistent with the requirements of applicable federal statutes and regulations the TPB has been designated as a transportation management area (TMA) since the urbanized area served by the TPB has a population greater than 200,000. The transportation planning area of the TPB, as of July 2022, is depicted in Figure 1.

Figure 1 – TPB Planning Area



The TPB, serving as the MPO for the metropolitan Washington area, shall be responsible for the development of policies of regional significance (having "significant" interjurisdictional effects in terms of financing, transportation service, location, staging, and/or socio-economic, land use, or environmental impacts), and necessary procedures for the effective implementation of a metropolitan transportation planning process. The TPB's functions include, but are not limited to, organization and management direction of the planning process, actions related to securing of Federal aid funding for the metropolitan planning process and matching funding by the signatories of the Master Funding Agreement of record, and associated administrative and management responsibilities including the publication of progress reports describing the time, cost, and technical detail of the planning program, and distribution of summaries of the TPB's proceedings.

II. RELATIONSHIP WITH THE METROPOLITAN WASHINGTON COUNCIL OF GOVERNMENTS

The Metropolitan Washington Council of Governments (COG) entered into a contract¹ to have COG serve as the administrative and fiscal agent of the TPB. Thus, the TPB is staffed by COG's Department of Transportation Planning. In July 1966, the TPB and the COG jointly adopted a plan² for associating the two organizations, under which the TPB may also serve as the transportation policy committee of COG. The purpose of the plan is to improve coordination between the TPB's transportation planning process and COG's comprehensive regional planning process, and to achieve economies and efficiencies through joint staffing and administration of these two activities. Under this arrangement, COG serves as the administrative and fiscal agent for the TPB and the TPB uses COG's forecasts of land use, population, and employment as the basis for developing transportation plans and programs consistent with the area's growth policies. This association does not in any way impinge upon the basic responsibilities of the TPB as the designated MPO for transportation planning in the Washington Metropolitan Area.

III. MEMBERSHIP AND TERMS

23 USC § 134 and 49 USC § 5303 et seq. prescribe the structure and membership of MPOs. Consistent with these requirements, TPB membership is made up of local elected officials from each local government within the urbanized area served by the TPB, the appropriate State officials (both branches of the state and federal city legislatures) and officials of public agencies that administer or operate major modes of transportation in the metropolitan area (the state and District of Columbia Departments of Transportation, DOT), including representation by providers of public transportation (the Washington Metropolitan Area Transit Authority (WMATA)). Additionally, the TPB membership includes ex-officio or non-voting members, as noted below.

Further, consistent with regulations to consider the equitable and proportional representation of the population of the metropolitan planning area, the number of members from a jurisdiction is related to the population within the jurisdiction. Table 1 lists the jurisdictions and agencies, or entities represented on the TPB.

¹ February 9, 1966, "Contract By And Between Metropolitan Washington Council Of Governments And Government Of The District Of Columbia Virginia Department Of Highways, And Maryland State Roads Commission.

² July 14, 1966, "Resolution Adopting The Plan For Associating The Metropolitan Washington Council Of Governments With The National Capital Region Transportation Planning Board".

Table 1: Jurisdictions and Organizations Represented on the TPB

DISTRICT OF COLUMBIA	VIRGINIA
District Council	Arlington County
District Department of Transportation	Fairfax County
District Department of Planning	Fauquier County
	Loudoun County
	Prince William County
MARYLAND	City of Alexandria
Charles County	City of Fairfax
Frederick County	City of Falls Church
Montgomery County	City of Manassas
Prince George’s County	City of Manassas Park
City of Bowie	Virginia General Assembly
City of College Park	Virginia Secretary of Transportation
City of Frederick	
City of Gaithersburg	
City of Greenbelt	EX OFFICIO MEMBERS
City of Laurel	Federal Highway Administration
City of Rockville	Federal Transit Administration
City of Takoma Park	National Capital Planning Commission
Maryland General Assembly	National Park Service
Maryland Secretary of Transportation	Metropolitan Washington Airports Authority
Washington Metropolitan Area Transit Authority	

The TPB shall be composed as follows:

1. One (1) elected member from each of the local governing bodies of the cities and counties in Maryland and Virginia contained within the urbanized area served by the TPB and the appropriate state officials³. In addition, membership may include one (1) elected member from the governing body of any other city or county outside of the TPB’s planning area recommended for membership by a majority vote of the TPB based on the substantial interests such jurisdiction has in the metropolitan planning process. Participation of such members shall be conditioned on such jurisdiction contributing to the financial support of the planning process in an amount determined by the TPB.
2. Those cities or counties of Maryland and Virginia that participate in the TPB and which have a population greater than 400,000 shall have one (1) additional member selected as follows:
 - A. The County Executive or his designated representative, if the form of government includes an elected County Executive, or;
 - B. One (1) additional elected member of the local governing body, if the form of government does not include an elected County Executive.
3. Four (4) members from the Government of the District of Columbia, two (2) of whom shall be members of the Council, and two (2) from the executive branch. One (1) of the executive branch members shall be from the District DOT.
4. One (1) member from each of the DOT of Maryland and Virginia, and one (1) member representing the Washington Metropolitan Area Transit Authority (WMATA).
5. One (1) member each from the House and Senate of the Maryland and Virginia General Assemblies, respectively, and one (1) additional member from the Council of the District of Columbia. Such members and their alternates shall be selected from the members of the General Assemblies representing portions of the Washington Metropolitan Area, and the

³ Membership in COG is not a requirement for TPB members.

Council of the District of Columbia, respectively. Alternates for these members shall also be members of the General Assemblies or the Council of the District of Columbia, respectively.

6. One (1) member each from the National Capital Planning Commission, the Metropolitan Washington Airports Authority, the Federal Highway Administration, the Federal Transit Administration, the Federal Aviation Administration, and the National Park Service. Each member in this category shall be non-voting but shall be entitled to offer and second motions and resolutions and otherwise enter deliberations of the TPB.

Designated alternate representatives of the local government representatives must be appointed by their local governing body. Such appointment must be made and communicated to the TPB staff by an authorized representative of the governing body or entity. If the designated alternate representative is not an elected official or an employee of the participating jurisdiction's government, then the participating jurisdiction's governing body must adopt a resolution appointing the "external candidate" based on his/her qualifications and expertise to adequately represent the jurisdiction as an alternate representative. Designated alternate representatives of the DOT must be appointed by their respective Departments. Designated alternate representatives of WMATA must be appointed by the Board of Directors.

Members shall serve until replaced by the organization which they represent. Changes in jurisdictional membership (but not individual appointments of the jurisdictions) shall be based on changes to the urbanized area boundaries and the planning area of the TPB, consistent with federal MPO regulations.

IV. TIME AND PLACE OF MEETING

1. The TPB shall hold regular meetings, preferably monthly, with a minimum of one meeting each quarter. While the month of August would be exempt from this requirement the Chair of the TPB could convene a special meeting in August as outlined below. Special meetings may be called by the Chair at any time on ten (10) days' notice in writing of the time, place, and general business to be transacted. The Chair shall call a special meeting of the TPB on the request of not less than one-third of the voting members of the TPB, or as required under Section VII.a(7). Insofar as possible, all matters requiring a vote shall be proposed in writing and furnished to members at least three (3) days prior to the meeting or at the time of notice of the meeting, whichever is earlier. The vote on any such matter shall be conducted in accordance with the requirements of Section VI.

The TPB shall give preference for in-person meetings over virtual meetings unless there is a local, regional, or federal order or pronouncement of emergency conditions that affect public safety or health and where public in-person gatherings are discouraged or restricted.

Members will be expected to participate in the in-person meetings in person, unless exempted as per the provisions below.

2. Virtual participation in an in-person meeting: When an in-person meeting is scheduled, a member may attend the meeting virtually (through electronic communication means) from a remote location, on no more than two (2) occasions in a year. The member wishing to participate virtually, shall give at least three (3) days' notice to the Director or designated staff by either email or telephone. The Chair shall announce the names of the members participating virtually at the beginning of the meeting.

Electronic participation is contingent upon the ability of COG staff to make the necessary arrangements for the audio and or visual communications between the TPB meeting locations and the remote location of the member participating virtually.

3. Virtual meetings due to an emergency: In the event of a state, local or federal order or pronouncement of emergency conditions that affect public safety or health, meetings may be held by telephone conference call, videoconference, or online video/telephone call combination (“virtual meetings”), at the direction of the Chair or a Vice Chair, if the Chair is not available, after consulting with the other Vice Chairs, if possible, and the COG Director of Transportation Planning. If possible, three (3) days’ notice shall be given to the members by either email or telephone, which notice shall include the specific steps necessary to access the meeting. Such direction shall only be given upon a determination that a face-to-face meeting is precluded by a state, local or federal order or pronouncement of emergency conditions affecting public safety or public health.
4. Virtual meetings not due to an emergency: The Chair may propose and or upon request by and discussion among members schedule a limited number of all virtual meetings in a year, when there is no state, local or federal order or pronouncement of emergency conditions that affect public safety or health. Such virtual meeting(s) would, among others things, advance travel demand management strategy of reducing travel to support regional goals including reducing congestion, and reducing use of fossil fuel and improving air quality. Notice of such an all virtual meeting will be provided no less than ten (10) days in advance of the scheduled meeting. Such virtual meetings will be limited to no more than three (3) meetings in a year.
5. The Chair may determine that no electronic attendance is permitted at certain meetings of the TPB.
6. The following procedures shall apply when a member is attending electronically:
 - a. The member shall verbally identify at the beginning of the meeting that the member is present electronically; and announce, verbally or electronically, if the member is departing from the meeting, unless the meeting has adjourned;
 - b. The member shall, verbally or electronically, ask for recognition from the Chair if the member desires to speak;
 - c. The member attending electronically shall indicate his/her vote verbally when requested by the Chair or staff;
 - d. The member attending electronically shall not have a right to attend any executive session or closed meeting during the meeting but may be included if arrangements can be readily made and the confidentiality of the meeting ensured;
 - e. All other Bylaw provisions apply.

V. OFFICERS

Officers of the TPB shall consist of a Chair and two Vice Chairs who are voting members. Terms of office shall be for one year, from January 1 to December 31. Election of officers shall take place at a regular meeting no later than December of the year. Neither the Vice Chairs nor Chair shall be a

representative of the same State or agency. If a vacancy occurs in the office of any of the officers, their successor shall be elected from the same State to complete the unexpired term, such election to be held at any regular meeting of the TPB.

DUTIES OF OFFICERS

The Chair of the TPB shall preside at all meetings and appoint all committees and shall perform such other duties as the TPB may, from time to time, order.

Vice Chairs shall assist the Chair and either Vice Chair shall preside at meetings in the absence of the Chair, and either Vice Chair shall act in the absence of the Chair.

The TPB staff shall be Secretary of the TPB. The staff shall be the custodian of all records of the TPB and shall keep an action summary of the meetings of the TPB. Minutes of the TPB shall be disseminated to members of the TPB and their alternates as well as to non-member jurisdictions in the region. The staff shall, on behalf of the TPB, certify, when required, copies of records, and shall perform such other duties as may be directed by the TPB. The staff shall also maintain the official copy of the Bylaws of the TPB, and shall enter upon such official copy all duly adopted modifications and amendments.

VI. QUORUM, VOTING PROCEDURES, AND RULES

- a. Ten (10) voting members or their alternates, to include at least one (1) voting member or alternate representing the District of Columbia, Maryland, and Virginia, shall constitute a quorum of the TPB. Member presence at the meeting includes virtual and in person.
- b. Each representative from the State Departments of Transportation (including the District of Columbia), the WMATA, the General Assemblies of Maryland and Virginia and the Council of the District of Columbia appointed under Section III.d., and the participating local governments shall be entitled to cast one (1) vote, except on any matter for which the alternate voting procedure provided for under Section VI.d. is invoked, in which case only the votes of the representatives designated under Section VI.d. shall be counted.
- c. Except for amendments to the Bylaws, which require a majority vote of all the voting members of the TPB, whether taken on a regular or proportional voting basis, all actions, including all actions decided on the basis of the alternate voting procedure provided for in Section VI.d., shall be by a majority vote of those present and voting, provided that the extent of financial participation by any jurisdiction, agency or public body shall be determined only with the concurrence of that jurisdiction, agency, or public body.
- d. Any voting member may require that the vote on any matter brought before the TPB be decided on a proportional voting basis provided for in this Section VI.d. A proportional vote may be called for either instead of voting on a regular basis as provided in Section VI.b. or subsequent to a vote taken in accordance with Section VI.b., provided, however, that such a subsequent vote shall be at the same meeting. For this purpose, five (5) votes each shall be assigned to Maryland, Virginia and the District of Columbia; such votes shall be distributed by first assigning one (1) vote each to the Maryland DOT, the Virginia DOT and the District of Columbia DOT. The remaining four (4) votes each allocated to Maryland, Virginia and the District shall be apportioned as follows:

- i. Three (3) votes shall be allocated to the participating local governments in each of the Maryland and Virginia portions of the Metropolitan Area as follows: each participating local government from Maryland and Virginia shall have one (1) share for each 50,000 population and the next major succeeding portion thereof, except that each jurisdiction having a population of less than 50,000 shall have one (1) share. Populations assigned to the participating local governments shall be the most recent population estimates approved by COG. The total weighed vote cast by the participating local governments in each of the Maryland and Virginia portions of the Metropolitan Area shall be tabulated by determining the percentage of the four (4) total shares of those present and voting cast in each of the Maryland and Virginia portions for and against the question and multiplying the resultant percentage by three. Those jurisdictions, which have a population of over 400,000, shall have their weighted vote based on population divided equally between the legislative and executive branch representatives or designated alternates present and voting. If only one representative is present, that jurisdiction's representative will be given the full weighted vote to which that jurisdiction is otherwise entitled.
 - ii. Each member from the House and Senate of the Maryland and Virginia General Assemblies present and voting shall be allocated one-half (0.5) of a weighted vote.
 - iii. Each member from the District of Columbia present and voting, or his alternate in his absence, shall be allocated one (1) of the four (4) remaining District votes.
- e. If the total weighted vote of those present and voting within any one of the Maryland, Virginia, or District of Columbia portions of the Metropolitan Area is less than five (5), the weighted vote for each of the representatives present and voting for that portion of the Metropolitan Area shall be increased proportionally to insure a total of five (5) votes. The final vote on the question shall then be determined by adding the total votes cast in each of the Maryland, Virginia and District of Columbia portions of the Metropolitan Area together to arrive at the votes for or against the question. The question shall carry if it receives a majority of the proportional votes cast in accordance with the above procedure.
- f. Meetings shall be conducted in accordance with the most recent version of Robert's Rules of Order.

VII. COMMITTEES

a. Steering Committee

There shall be a Steering Committee to facilitate work program planning and management of the transportation planning process. The Committee's responsibilities include:

1. Working with the staff in developing the annual transportation planning work;
2. Programing and budgeting for consideration by the TPB;
3. Reviewing monthly recommendations from the staff and Technical Committee on technical procedures, work program progress and the overall technical conduct of the planning process;
4. Working with the TPB Chair and the staff in developing recommendations for the TPB on revisions to the adopted regional transportation plan and transportation improvement program, and on major transportation planning policies;
5. Review and adopt criteria, developed by the state DOTs in consultation with the representatives of the FHWA and FTA, for grouping by function, geographic area, and work

type those non-regionally significant projects that are not of appropriate scale for individual identification in the Transportation Improvement Program (TIP).

6. Providing a mechanism to assist the TPB Chair in preparing for meetings and working with other COG Policy Committees.
7. Acting on behalf of the TPB on proposed amendments to the Unified Planning Work Program (UPWP) or to the annual element of the TIP and advise the TPB of such action. Notice of proposed amendments to the UPWP or the TIP shall be given to the full TPB at least five (5) days prior to action by the Steering Committee.

If a voting member objects in writing to action by the Steering Committee, the proposed amendment shall be considered by the full TPB. The member objecting to the amendment shall have the option to have the Chair call a special meeting of the TPB to consider the amendment or agree to hold the amendment over to the next regular TPB meeting. Notwithstanding the above, the Committee shall have the full authority to approve non-regionally significant items, and advise the TPB of its action.

The Steering Committee shall be composed of ten (10) members of the TPB as follows: the TPB Chair and immediate past Chair, one (1) local government representative of the District of Columbia, one (1) elected local government representative of Maryland, one (1) elected local government representative of Virginia, one (1) representative each of the State DOT one (1) representative of WMATA, and the Chair of the Technical Committee. The Steering Committee shall be chaired by the current TPB Chair and shall meet, in-person or virtually, on a regular basis or as determined by the Chair.

b. Technical Committee

There shall be a Technical Committee to advise and assist the TPB in the technical actions of the planning process, to review the cost and content of the work program, to review methodology and procedures, and to review plans and programs. Members of the Committee shall be appointed by the TPB from persons nominated by the various jurisdictions, public agencies, and private organizations in the region having cognizance over transportation matters or an interest or special competence in the field of transportation. The Technical Committee shall make recommendations to the TPB concerning data collection procedures to ensure coordination of procedures and standards between city, county, State and local planning agencies and the metropolitan transportation planning process, and shall consider and make recommendations concerning any other matters referred to it by the TPB. The Technical Committee shall elect such officers as may be appropriate. The Committee shall meet once each month or on an as-needed basis as determined by the Technical Committee Chair.

c. Advisory Committees and Task Forces

The development, maintenance and updating of the Metropolitan Area's transportation plans and programs require an assessment of contemporary viewpoints on critical issues, needs, values and priorities. To assist the TPB in ascertaining such views, the TPB may establish special Advisory Committees and Task Forces for such purpose.

Such Advisory Committees and Task Forces shall be established by resolution of the TPB, and such resolution shall include a mission statement. The Chair of the TPB shall appoint the members of the Advisory Committees and Task Forces from a broad cross-section of elected and appointed officials, and civic, business, environmental and other relevant community interests in the region. Appointments shall be subject to the review and approval of the TPB.

VIII. STAFF

The COG Director of Transportation Planning and his designees shall serve as staff to the TPB in the conduct of the transportation planning process.

IX. PUBLIC PARTICIPATION

The TPB will develop a Public Participation Plan outlining the process and adhere to the Plan in engaging the public in its metropolitan planning activities. In order to foster greater participation by community, transportation, environmental, and other advocacy groups in the transportation planning process, the TPB will set aside a period of time at each of its regularly scheduled meetings to receive input from representatives of recognized regional groups. At the discretion of the TPB Chair, individuals may also be recognized and given the opportunity to speak within the allotted public comment period.

Individuals or representatives of such groups desiring to speak before the TPB are requested to notify the Director that they wish to appear before TPB. Such representatives should speak on topics of current interest to the TPB. Presentations to the TPB shall be limited to up to three (3) minutes. A written copy of the remarks and any additional information should be provided when members of the public appear before the TPB.

In the event that a meeting is held virtually, pursuant to Section IV, and or if the number of people present at the meeting location has to be limited due to safety and or public health concerns, the Director shall make reasonable efforts to inform the public that the TPB will receive public input virtually (in writing, by phone, or email), and shall provide notice on the website.

Special meetings of the TPB may be scheduled to hear individual and special interest group input on topics of special interest as decided by the TPB, and community members may be invited to participate in Advisory Groups and Task Forces established under Section VII.c.

X. AMENDMENTS OF BYLAWS

These Bylaws may be amended pursuant to the following procedures:

- a. With the approval of the majority of those voting members of the TPB present (physically or electronically) and voting, a proposal to amend the Bylaws introduced at any regular meeting of the TPB, shall be recorded in the minutes, and
- b. A special written notice setting forth such proposal shall be mailed or emailed to every member of the TPB at least ten (10) days before the next regular meeting.

The amendment shall be acted upon at the regular meeting next following the meeting at which it was proposed. A majority vote of the voting members of the TPB shall be required for adoption.